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**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

DANIEL ZAMPIRRI, Individually and on
behalf of all others similarly situated,

Plaintiff,

v.

PLATINUM PARI-MUTUEL HOLDINGS,
INC., PAUL BAIONI, JOHN MILLER, and
JOHN WHITTAKER,

Defendants.

Case No:

**CLASS ACTION COMPLAINT FOR
VIOLATION OF THE FEDERAL
SECURITIES LAWS**

JURY TRIAL DEMANDED

Plaintiff Daniel Zampirri (“Plaintiff”), individually and on behalf of all other persons similarly situated, by Plaintiff’s undersigned attorneys, for Plaintiff’s complaint against Defendants (defined below), alleges the following based upon personal knowledge as to Plaintiff and Plaintiff’s own acts, and information and belief as to all other matters, based upon, *inter alia*, the investigation conducted by and through Plaintiff’s attorneys, which included, among other things, a review of the defendants’ public documents, conference calls and announcements made by defendants, United States Securities and Exchange Commission (“SEC”) filings, wire and press releases published by and regarding Platinum Pari-mutuel Holdings, Inc. (“Platinum” or the “Company”), analysts’ reports and advisories about the Company, and information readily

obtainable on the Internet. Plaintiff believes that substantial evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery.

NATURE OF THE ACTION

1. This is a federal securities class action on behalf of a class consisting of all persons and entities other than Defendants who purchased or otherwise acquired the publicly traded securities of Platinum from July 12, 2016 through February 15, 2017, both dates inclusive (the “Class Period”). Plaintiff seeks to recover compensable damages caused by Defendants’ violations of the federal securities laws and to pursue remedies under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”) and Rule 10b-5 promulgated thereunder.

JURISDICTION AND VENUE

2. The claims asserted herein arise under and pursuant to §§10(b) and 20(a) of the Exchange Act (15 U.S.C. §§78j(b) and 78t(a)) and Rule 10b-5 promulgated thereunder by the SEC (17 C.F.R. §240.10b-5).

3. This Court has jurisdiction over the subject matter of this action under 28 U.S.C. §1331 and §27 of the Exchange Act.

4. Venue is proper in this district pursuant to §27 of the Exchange Act (15 U.S.C. §78aa) and 28 U.S.C. §1391(b) as the alleged misstatements entered into this judicial district.

5. In connection with the acts, conduct and other wrongs alleged in this Complaint, Defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including but not limited to, the United States mail, interstate telephone communications and the facilities of the national securities exchange.

PARTIES

6. Plaintiff, as set forth in the accompanying Certification, purchased Platinum securities at artificially inflated prices during the Class Period and was damaged upon the revelation of the alleged corrective disclosure.

7. Defendant Platinum acquires, manages, and operates technology based companies. The Company's products and services currently span the following markets: Automotive, Business Intelligence, Digital Sociology, Educational Applications, Game Applications, Homeland Security, Informational Understanding, Mobile Applications, Mobile Mapping, Public Safety, and Social Media. The Company is incorporated in Nevada and its principal executive offices are located at 999 S. Shady Grove Rd., Suite 103, Memphis, TN 38120. The Company's securities trade on the OTC Markets under the stock symbol "PPMH."

8. Defendant Paul Baioni ("Baioni") has been the Chief Executive Officer ("CEO") of Platinum throughout the Class Period. Defendant Baioni served as the Company's Chief Financial Officer ("CFO") from the beginning of the Class Period until September 2016.

9. Defendant John Miller ("Miller") has been the CFO of Platinum since September 2016.

10. Defendant John Whittaker ("Whittaker") has been the Chief Technology Officer ("CTO") of Platinum during the Class Period.

11. Defendants Baioni, Miller, and Whittaker sometimes referred to herein as the "Individual Defendant."

12. The Individual Defendant:

(a) directly participated in the management of the Company;

- (b) was directly involved in the day-to-day operations of the Company at the highest levels;
- (c) was privy to confidential proprietary information concerning the Company and its business and operations;
- (d) was directly or indirectly involved in drafting, producing, reviewing and/or disseminating the false and misleading statements and information alleged herein;
- (e) was directly or indirectly involved in the oversight or implementation of the Company's internal controls;
- (f) was aware of or recklessly disregarded the fact that the false and misleading statements were being issued concerning the Company; and/or
- (g) approved or ratified these statements in violation of the federal securities laws.

13. The Company is liable for the acts of the Individual Defendant and its employees under the doctrine of *respondeat superior* and common law principles of agency because all of the wrongful acts complained of herein were carried out within the scope of their employment.

14. The scienter of the Individual Defendant and other employees and agents of the Company is similarly imputed to the Company under *respondeat superior* and agency principles.

15. The Company and the Individual Defendant are referred to herein, collectively, as the "Defendants."

SUBSTANTIVE ALLEGATIONS

Materially False and Misleading Statements

16. On July 12, 2016, Platinum issued a press release issued entitled "Platinum Pari-Mutuel Holdings acquires Rugged Outdoor Computing Systems" stating that that the Company was making strategic moves in restructuring for its growth and value, stating in relevant part:

Jul 14, 2016

OTC Disclosure & News Service

Memphis, TN - Platinum Pari-Mutuel Holdings makes a strategic move in restructuring the company for growth and value.

Memphis, TN, July 14, 2016 --(PR.com)-- Platinum Pari-Mutuel Holdings, Inc. (OTC:PPMH) is proud to announce that it has completed its restructure, focused on growth and value, with the acquisition of Rugged Outdoor Computing Systems, Inc. (ROCS).

The restructuring of the company involved the acquisition of ROCS, the appointments of the new CEO Paul Baioni and CTO John Whittaker, the move of its corporate headquarters to Memphis, TN, and the creation of the new public presence of the company www.PPMHinc.com.

With all the news centered around public interactions with law enforcement and the expansion of technology in the field for the protection of both officer and citizen, this acquisition of ROCS places PPMH solidly on the leading edge of available solutions for the critical public safety industry. ROCS provides Public Safety operations of municipalities with complete integrated solutions providing unprecedented capabilities for real-time management of field resources and simplified evidence management.

The new CEO, Paul Baioni stated, "ROCS groundbreaking fully integrated solutions maximizes field officers' ability to collect, share, analyze and manage critical life-saving information, simply, timely and most important, reliably. Solid 'Like a ROC.' Our proprietary designs are the Future of Public Safety mobile technology."

ROCS patent pending designs and proprietary integration represents revolutionary advancements in technology, more effective, rugged computing capabilities, and cost effective management of real-time field resources. The ROCS products provide premium benefits for Public Safety, Law Enforcement, Military, Homeland Security, and commercial markets.

With the launch of the company's all new public presence, www.PPMHinc.com, the company has begun to move forward, with one consistent message about its products and corporate structure throughout the internet and within the public.

Paul Baioni, CEO, added "Getting here has been a long and complicated process, but ushers in great promise for the future of PPMH. We have begun restructuring the company and will continue to work towards growth and value for our shareholders."

17. On July 27, 2016, Platinum issued a press release issued entitled “Platinum Pari-Mutuel Holdings announces product launch and projected sales revenue” discussing projected revenues, stating in relevant part:

Jul 27, 2016
OTC Disclosure & News Service

Memphis, TN -

Subtitle: Platinum Pari-Mutuel Holding’s wholly owned subsidiary Rugged Outdoor Computing Systems ramps up for product launch and places beliefs on of \$100 Million in annual sales revenue by close of 2021.

Platinum Pari-Mutuel Holdings, Inc. (OTC: PPMH) is proud to announce that its wholly owned subsidiary Rugged Outdoor Computing Systems (ROCS) has determined that it is in position to pull forward its product launch from the second quarter of 2017 to early first quarter.

PPMH’s CEO, Paul Baioni stated, “The positive adjustment of the product launch time places the company into position to beginning soliciting the product through municipalities through the end of 2016 for the purpose of pre-orders and municipality budget planning for 2017.”

The ROCS products enter a multi-billion dollar industry worldwide, with a product that the Company believes is more versatile and reliable than those of its competitors. The Company believes that with the advancement in technology manufacturing, lower installation time, ease of movement from vehicle to vehicle, and lower cost of maintenance, ROCS products will be able to attain initial market penetration by providing municipalities with expanded functionality at a lower cost of acquisition and ownership resulting in more effective operations while lowering expenditures from public budgets.

According to the latest Bureau of Justices Statistics survey release in July 2015, there are over 500,000 state and local law enforcement vehicles in service as of 2013, and over 900,000 field officers. Approximately 90% of the 500,000 vehicles are equipped with computers and only 68% are equipped with video captures systems, and only 32% of agencies are utilizing body worn camera systems.

With recent developments in the US and throughout the world of interactions between Law Enforcement officers and the public, the need for more efficient and versatile computing systems along with an increase need in body camera with are directly synced to these systems is growing exponentially.

Paul Baioni, CEO, stated, “This is a great time to enter the market with the increase growth in demand and our believed ability to provide a superior product at a lower cost to our law enforcement agencies; both within the US and worldwide. As law enforcement operations expand, included with all public safety segments, represents our initial entry point into multiple markets where our products will have significant impact.”

ROCS and the products (prior to the acquisition of ROCS by PPMH) has held true to the Company belief of a staged sales revenue growth reaching annual sales revenue of over \$100,000,000 by close of the 2021 calendar year. This belief was based upon the company projection of a steady sales revenue growth year over year until garnering approximately 8-10% market share for year 2021.

Paul Baioni, CEO of PPMH, added, “The recent changes within PPMH, and the acquisition of ROCS, look to provide added value to the shareholders of PPMH as ROCS’s products extend exposure into the market place. As we grow, we look forward to keeping our shareholders and the public abreast of all company activities and advancements.”

18. On August 12, 2016, Platinum published its Disclosure Statement dated August 4, 2016 to the Filings and Disclosure section of the OTCMarkets profile (the “August Disclosure Statement”). The August Disclosure Statement was signed by Defendant Baioni on August 8, 2016.

19. On August 13, 2016, Platinum published its consolidated financial statements for the six months ended June 30, 2016 and December 31, 2015 which provided the Company’s financial results and position for the first half of 2016.

20. On August 30, 2016, Platinum issued a press release issued by the Company entitled “Platinum Pari-Mutuel signs Multi-Million Dollar LOI for Acquisition” discussing the acquisition of TBX Group, Inc., stating in relevant part:

Aug 30, 2016
OTC Disclosure & News Service

Memphis, TN - In a major market positioning Platinum Pari-Mutuel Holding, Inc. (OTC: PPMH) is proud to announce that it has received the countersigned Letter of Intent to acquire TBX Group, Inc., and all of its holdings. TBX, www.thetbxgroup.com.

TBX has operated as a management holding company acquiring and expanding the outreach of technologies and innovation, with a product line spanning from Business Intelligence to Social Media. PPMH through this acquisition of TBX,

PPMH will acquire several growing innovative businesses lead by market leaders in the areas of Business Intelligence, Digital Sociology, mobile gaming, app development, and Social Media.

The products and leadership involved in this acquisition have been featured across the globe in numerous articles and features from the likes of the Los Angeles Times to the Today Show.

Paul Baioni, the CEO of PPMH, stated “This strategic acquisition will sky rocket PPMH to a whole new level of value for our Company, both in shareholder value and potential revenue earnings.”

Dr. Gates, CEO of TBX Group, stated, “This is a great merger of two great companies focused on the exponential growth and value of its products.”

Paul Baioni, the CEO, added, “As we move towards closing this acquisition, we foresee impressive days ahead for PPMH. The leadership and expertise within TBX and the TBX subsidiaries will be an added benefit to the positive movement of PPMH and its present subsidiary Rugged Outdoor Computing Systems.” www.rocomputing.com.

The Company is working quickly to complete its due diligence process and formulating a strategy for the consolidation of the management staffs of both PPMH and TBX. The Company will be releasing information to its shareholders as it becomes available, along with the executive placement of the TBX management staff within the PPMH

21. On September 12, 2016, the Company announced its acquisition of TBX Group, stating that further details would be coming in the next few days.

22. On September 21, 2016, the Company issued a press release entitled, “Platinum Pari-Mutuel Acquires TBX Group” discussing further details of the acquisition, stating in relevant part:

PR Newswire

MEMPHIS, Tennessee, September 21, 2016

MEMPHIS, Tennessee, September 21, 2016 /PRNewswire/ --

Platinum Pari-Mutuel Holdings, Inc., (OTC: PPMH) has announced its acquisition of TBX Group (TBX) and its subsidiaries.

To further enhance its strategic market positioning, Platinum Pari-Mutuel Holdings, Inc. has completed the private acquisition of TBX Group, Inc., whose subsidiaries include:

- mPathDiscovery, LLC
- Smacked Ventures, Inc.
- Smacktive, LLC
- Great Day, Inc.

TBX has operated as a management holding company acquiring and expanding the outreach of technologies and innovation.

Through its acquisition of TBX, PPMH has acquired:

mPathDiscovery, LLC is the leader in Digital Sociology, developing innovative systems that create Actionable Business Intelligence. mPathDiscovery is a unique, science-based intelligence firm offering deep levels of knowledge and awareness previously thought unattainable. The mPath Engine foresees how the decisions you make today will impact your company tomorrow. Welcome to a paradigm shift in marketing, planning, crisis management and more.

mPathDiscovery is led by Richard Neal, the foremost authority in Digital Sociology and credited as an original innovator for this Field of Study. mPathDiscovery hosts clients from all avenues of business, from small marketing firms to the likes of Microsoft, P&G, and BP.

Smacked Ventures, Inc. SmackedVentures.com, is a bold group of creative thinkers, mobile application designers and developers at the forefront of technology, founded by Sam Feuer. Mr. Feuer is a globally respected entrepreneur in his field with over 18 years of hard work and earned success. Smacked Ventures currently holds the rights to 21 apps and games, including the new “Celebrity Tap - The Trumpie Challenge”, Apple’s featured holiday shopping app “FastMall” which includes intelligent offline mapping technology (MapOS), and “ChosenApps”, a fully monetized, internet based version of the App Store & Google Play. “ChosenApps” allows developers and/or agencies the ability to receive a higher ranking relative to other top apps and games in the world.

Smacktive, LLC The “Smacktive” (iPhone & Android) app is a real world, in-person social networking experience, which focuses on getting people out of the house and active - a healthier choice than typical social media applications. This app instantly enables anyone to chat (one on one or in groups) about doing any activity, then meet offline and in-person to enjoy the activity together. Built by our award winning, Apple featured design and development team and led by Sam

Feuer and Marcelo Moyano, Smacktive's goal is to allow anyone to utilize technology to have meaningful, active, offline, in-person experiences. PPMH has acquired the controlling interest of Smacktive with purchase rights for full ownership.

GreatDay, Inc. is a development stage company that is designing a consumer app for the burgeoning automotive software market.

The products and leadership involved in this acquisition have been featured across the globe in numerous articles and features from the likes of the Los Angeles Times and CNN Money to the Today Show.

"The acquisition of TBX represents a major positive step for our Company", says Paul Baioni, CEO of PPMH. "The increased shareholder value, potential revenue earnings and addition of TBX leadership, including our recent addition of Mr. John Miller, who has held senior management positions with Ford and Federal Express, will support solid future growth for our company."

Along with the aforementioned corporate acquisitions, PPMH has acquired a vast amount of intellectual property and assets.

Mr. Baioni added "PPMH started down this new path when we acquired Rugged Outdoor Computing Systems (<http://www.rocomputing.com>) just a few months ago. Their innovative and groundbreaking solutions for high social awareness markets, Public Safety and Homeland Security are what we feel PPMH stands for. Now we've added another group with more of the same: high visibility markets and innovative solutions promising great returns for our investors. With the addition of experienced management staff, I foresee a steady growth in value for the future."

23. On October 16, 2016, the Company issued a press release entitled, "Platinum Pari-Mutuel Announces International Sales Expansion" discussing the Company's expansion into foreign markets, stating in relevant part:

Nov 16, 2016
OTC Disclosure & News Service

Memphis, TN -

Platinum Pari-Mutuel Holdings, Inc. (OTC: PPMH) is excited to announce the pending expansion of its sales efforts into foreign markets. In addition to its domestic traction, two of the Company's subsidiaries are negotiating new contracts through direct contact with large international clients.

Smacked Ventures is reporting that it is moving forward with its FastMall products in both Kuwait and Qatar. FastMall has recently been contracted to start mapping and offering its application for newer malls and hospitals in Kuwait, and is presently expanding its visibility in the region for shopping centers in Qatar, along with subdivisions where GPS is unavailable.

Paul Baioni, CEO of PPMH in regards to this report stated, “From the first time I was introduced to the FastMall and its MapOS products, I have been thinking of all the various ways they could be used. I believe that as we expand our reach, society will realize its value in a variety of ways. PPMH is excited to see this international market exposure and look forward to many more opportunities ahead.”

Smacked Ventures is led by Sam Feuer and Marcelo Moyano, recognized leaders in the creative design industry. FastMall, with its proprietary system MapOS, has been featured in numerous industry publications for its ability to offer step by step navigation without the need for Wi-Fi or GPS. A simple to use smartphone application enhances our daily lives by assisting users with shopping in malls and large centers, navigating large complexes like convention centers, cruise ships, hospitals, recreation and amusement parks, and more. No more frustrating location maps to decipher. FastMall can simplify your life and improve your safety by providing immediate directions to exits, elevators, parking lots, and bathrooms, anywhere you need to go.

Another subsidiary, mPathDiscovery is also reporting increased traction in the Middle East for its premier business intelligence and predictive analysis capabilities for branding, advertising, marketing in the entertainment industry. A top Arabic media company is advancing their discussions for use and/or licensing of mPathDiscovery’s analysis tools. mPathDiscovery is also reporting that their strategic partner in Beirut is experiencing increased interest from the pharmaceutical industry for predictive analysis of the societal impact on various aspects of their business.

PPMH CEO Paul Baioni made the following observations, “Companies are just beginning to comprehend the value of the information gained from the advanced analysis capabilities of Digital Sociology. I am still trying to understand it, but from what I have learned so far, the potential to impact our lives is incredible. PPMH is lucky to have the opportunity to assist and share in mPathDiscovery’s future success.”

Rich Neal, a widely recognized leader in the field continues to advance the capabilities within the field he helped pioneer. His products, offering unsurpassed predictive analysis, are currently being discussed in major sales management organizations, Microsoft, and other major companies from pharmaceutical to financial industries. mPath’s solutions are even gaining traction for use within Federal Intelligence agencies due to their proven advanced

capabilities. The larger and more complex the issue under consideration, the greater the need for mPathDiscovery. The burgeoning field of Digital Sociology will soon become mainstream for analysis used in almost every company. mPathDiscovery represents the premier industry provider in their field.

Paul Baioni, added, “It is exciting to see our innovative solutions gaining traction with market acceptance. We have a special group of experienced, extremely talented creative and technical designers ready to shake up the world. The more I learn about the talent we acquired in the recent ROCS and TBX acquisitions, the more confident I am of the impact we will have in society. The best part is that this is just the beginning.”

24. On November 14, 2016, Platinum published its quarterly financial report for the period ending September 30, 2016 (the “3Q16 Quarterly Report”). The 3Q16 Quarterly Report provided the Company’s financial results and position for the period ending September 30, 2016. The 3Q16 Quarterly Report was signed by Defendants Baioni and Miller.

25. The 3Q16 Quarterly Report discussed the Company’s controls and procedure, stating in relevant part:

Item 3 - Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of this quarterly reporting period. *Based on that evaluation, our Chief Executive and Chief Financial officers have concluded that as of such date, our disclosure controls and procedures were effective.*

Changes in Internal Control

There were no changes in our internal control over financial reporting identified in management’s evaluation during the period covered by this quarterly reporting period, that materially affected, or are reasonably likely to materially affect, our internal control over financing reporting.

(Emphasis added).

26. On November 16, 2016, Platinum published its Disclosure Statement to the Filings and Disclosure section of the OTCMarkets profile (the “November Disclosure

Statement”). The November Disclosure Statement was signed by Defendant Baioni on November 16, 2016.

27. On December 20, 2016, the Company issued a press release entitled, “Platinum Pari-Mutuel Holdings Presents An Overview Of Its 2017 Plan Of Operations” discussing the Company’s operations in 2016 and for 2017, stating in relevant part:

Dec 20, 2016
OTC Disclosure & News Service

Memphis, TN -

Platinum Pari-Mutuel Holdings, Inc. (OTC: PPMH) is proud to present and overview of its 2017 plan of operations and initial objectives.

Beginning in June 2016, with the announcement of Paul Baioni as its new CEO, PPMH (www.PPMHinc.com) has undergone a major restructuring of its operations and focus. As a result of his leadership PPMH, left the online gaming and betting industry and has shifted direction into becoming a uniquely designed operational management company, now holding 5 subsidiaries focused on Innovation and Technology, offering products and services that positively impact our lives and our societies, our health, our safety and our understanding of the world around us. PPMH believes it will soon begin to leverage the design and development capabilities of its experienced and talented leaders for the benefit of society, especially its customers and clients, as well as its investors.

Looking forward into 2017, PPMH has designed a strategic plan to accomplish its goals and initial objectives. Paul Baioni, CEO, stated, “After the past few months of preparation and planning, PPMH is poised for strong market positioning in 2017 with a parallel 2-pronged strategy. First, by achieving broader penetration into each subsidiary’s respective market, with profit generation growth throughout the year, and second, by raising the level of respect for our company in the investment market.”

As it relates to further expansion for its products and services, PPMH looks to achieve the following throughout the year, with a huge push in Q1 and Q2 to include:

A) A continuation in the support and growth of mPathDiscovery (www.mpathdiscovery.com), the leading developer of Actionable Business Intelligence and predictive analysis systems. mPath has recently been accepted into the US, UK and Canadian Intelligence agencies list of providers, and furthering serious discussion with two very high profile international charities dealing with human trafficking, Nike for anti-counterfeiting, Feds for money-laundering investigation, as well as pursuing access into national sales organizations, and other corporate

markets. This is a services market in an early acceptance phase that will quickly grow to become mainstream.

In addition to mPathâ TM current offering of digital sociology products, PPMH looks to complete development and launch of mPathâ TM FinStats proprietary algorithm designed for the financial investment market by mid-year. With more applications in development, mPath is positioned for serious growth.

B) The expansion of the Smacktive (www.smacktive.com), Social Media network product, from a primarily Northeastern regional focus, to a Nationally enjoyed network. The Company plans to finalize the acquisition of a Multi-Million Dollar Media package to assist in moving the product by region starting on the coasts of the US, then moving inland to complete the map. The company will also expand its opportunities to capture markets and increase the international presence of Smacktive in Asia and the Middle East.

C) An increase in the sales efforts of FastMall (www.fastmall.com), an indoor navigation and customer interface system, through the expansion and use of large shopping and various public venues in the US, Europe, Asia, and the Middle East. This relatively new market is poised for growth. FastMall currently has over 1,250 active malls and recently contracted with a major Middle East client for adding shopping and other venues in Kuwait.

D) An increased exposure of Smacked Ventures (www.smackedventures.com) products which provide fun and educational mobile apps, including their most recent games, Celebrity Tap â€œThe Trumpie Challengeâ€ TM, Toy Store 2, and Ventures hosts 21 games plus the internationally recognized App store Chosen Apps (www.chosenapps.com).

E) The launch of ROCS (www.rocomputing.com) product lines for the Public Safety and Homeland Security markets. ROCS designs, develops, and manufactures body-worn and in-vehicle mobile systems. Their fully integrated computer, video, and communication systems are revolutionary in design and functionality. Their specific focused development on these target markets represents a whole new way of managing mobile technology in a number of related industries.

F) A continuation in the development of an automotive application being developed by GreatDay and begin testing marketing the product within a select group of New Car Automotive Dealerships.

As it relates to the level of respect in the investment market, PPMH is preparing for the following within Q1:

A) A rebranding of the company to include a corporate name change, a new logo, and image which will prominently represent PPMH's position in the market. It is the belief of the Company that the present trading symbol of PPMH will not change.

B) PPMH is preparing for an advance in its filing status from an "alternative reporting" company to an "SEC fully reporting" company.

C) This filing status change will enable PPMH's transition from the "OTCBB Pink sheet" to the "OTCQB" trading platform, also planned for early 2017

CEO, Paul Baioni, added; "We have achieved

"We have achieved

months and all part of what I envisioned for PPMH prior to my appointment as CEO. While restructuring the company and positioning products for market, we have been preparing for the next stage of the company by working diligently with investors to garner the working capital required to launch the incredible products and services at PPMH and posturing the company for huge growth in 2017, which should be a great year for the company and its shareholders

28. On February 8, 2017, the Company issued a press release entitled, "PPMH Wholly-Owned Subsidiary, mPath Discovery LLC, Expands Client Base With Multiple New Channel Partnership Agreements" discussing the expansion of client based, stating in relevant part:

PR Newswire

MEMPHIS, Tennessee, February 8, 2017

MEMPHIS, Tennessee, February 8, 2017 /PRNewswire/ --

Platinum Pari-Mutuel Holdings (PPMH), a company focused on innovation and enterprise by acquiring, managing, and operating technology based companies for growth within the industry, is pleased to announce that wholly-owned subsidiary, mPathDiscovery LLC, is engaging two new channel partners and signed another exclusive partnership agreement. This news represents a significant opportunity for the Company to advance several currently pending contracts while expanding their market presence.

The first partner is Divinus Partners/ArmourGrid with extensive experience and knowledge in the counterfeiting intelligence industry. Divinus is working closely with Nike, US Department of Justice, the Country of India, Walmart, Target, and more. Divinus will be offering mPath services to these clients as a primary source of their data gathering and analysis process. Divinus recognizes mPath's industry leading ability to assist companies and even countries with identifying, locating,

and managing the varied implications of counterfeit activities along with messaging to minimize impact.

The Organization for Economic Cooperation and Development (OECD) released a report that said international trade of “fakes” represented 2.5 percent of overall world trade, or \$461 billion. That’s equivalent to the gross domestic product of Ireland and the Czech Republic combined. And the OECD says Nike is one of the most intensely targeted brands by counterfeiters. Through a channel partnership with Divinus, mPath aims to help prevent such high levels of fraud.

The second partner is Sagon-Phior, a highly recognized leader in providing marketing services to major national companies such as Microsoft, Nestle, the American Cancer Society, and the American Heart Association. Sagon-Phior has agreed to promote mPath services to a number of their high profile clients. By implementing an Emotional Based marketing strategy, Sagon-Phior recognizes the value that mPath offers for branding and influencing customer awareness and purchasing habits. This partnership represents an important opportunity to showcase mPath’s many talents.

And lastly, mPath signed a partnership agreement with Steven Frame, a highly qualified sales representative to assist with managing open contracts for mPath along with expanding existing market exposure. Mr. Frame’s vast experience with InsideSales.com makes him an excellent addition to the team. At InsideSales.com, he focused on Global Sales Enablement via: Accelerating Sales with Data, A.I., Apps & Math plus Digital Sociology.

This news is proof that mPath is making waves as the industry recognizes their ability to deliver meaningful, customized Artificial Intelligence, Business Intelligence and even Extended Intelligence solutions for the unique needs of an evolving and expanding marketplace. The addition of these partnerships represents a significant growth opportunity for the Company and gives mPath the resources to focus on securing the many deals that are currently on the table.

Paul Baioni CEO of PPMH, Inc. the parent company of mPath, had this to add, “We, as a society, are entering a new and exciting field of business study. Richard Neal, President of mPath Discovery LLC, has written extensively about and is considered to be a leader in the field of artificial intelligence and business intelligence solutions. His vision and capability for predictive analysis extends well beyond the normal offerings in today’s market. We believe that the addition of qualified sales representatives and channel partners will mark a turning point for mPath as it seeks to close several of the open contracts it currently holds, as well as creating new opportunities.”

29. The statements referenced in ¶¶ 16 - 28 above were materially false and/or misleading because they misrepresented and failed to disclose the following adverse facts pertaining to the Company’s business, operational and financial results, which were known to

Defendants or recklessly disregarded by them. Specifically, Defendants made false and/or misleading statements and/or failed to disclose that: (1) Platinum's press releases and financial information lacked veracity; (2) Platinum's disclosure controls and procedures were inadequate; and (3) as a result, Defendants' public statements were materially false and misleading at all relevant times.

The Truth Emerges

30. On February 16, 2017, the SEC issued a release announcing the temporary suspension of trading in the securities of Platinum, stating in pertinent part:

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 80049 / February 16, 2017

The Securities and Exchange Commission ("Commission") announced the temporary suspension, pursuant to Section 12(k) of the Securities Exchange Act of 1934 (the "Exchange Act"), of trading in the securities of Platinum Pari-Mutuel Holdings Inc. (PPMH) of Memphis, Tennessee at 9:30 a.m. on February 16, 2017, and terminating at 11:59 p.m. on March 2, 2017.

The Commission temporarily suspended trading in the securities of Platinum Pari-Mutuel Holdings Inc. because of questions regarding the accuracy and adequacy of publicly available information in Platinum's press releases, since at least July 2016, and financial information that it disclosed to the public via OTC Markets "Disclosure & News Service." Those questions concern, among other things, the valuation of recent corporate acquisitions and projections concerning future revenues. In addition, we have concerns about third-party promotional materials to which the company has been subject since at least November 2016. This order was entered pursuant to Section 12(k) of the Exchange Act.

The Commission cautions broker-dealers, shareholders, and prospective purchasers that they should carefully consider the foregoing information along with all other currently available information and any information subsequently issued by the company.

Further, brokers and dealers should be alert to the fact that, pursuant to Rule 15c2-11 under the Exchange Act, at the termination of the trading suspension, no quotation may be entered unless and until they have strictly complied with all of the provisions of the rule. If any broker or dealer has any questions as to whether or not he has complied with the rule, he should not enter any quotation but immediately contact the staff in the Division of Trading and Markets, Office of Interpretation and Guidance, at (202) 551-5777. If any broker or dealer is uncertain as to what is required by Rule 15c2-11, he should refrain from entering quotations relating to Platinum Pari-mutuel Holdings Inc. securities until such time as he has familiarized himself with the rule and is certain that all of its provisions have been met.

If any broker or dealer enters any quotation which is in violation of the rule, the Commission will consider the need for prompt enforcement action. If any broker-dealer or other person has any information which may relate to this matter, they should telephone Michael D. Paley, Assistant Regional Director, Securities and Exchange Commission, New York Regional Office at (212) 336-0145 or Jason R. Berkowitz, Assistant Regional Director, Securities and Exchange Commission, Miami Regional Office at (305) 982- 6309.

(Emphasis added).

31. On February 16, 2017, the SEC entered an Order pursuant to Section 12(k) of the Securities Exchange Act of 1934 (the “SEC Order”), suspending trading in the securities of P, stating in pertinent part:

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Platinum Pari-Mutuel Holdings, Inc. because of questions regarding the accuracy and adequacy of publicly available information in Platinum’s press releases, since at least July 2016, and financial information that it disclosed to the public via OTC Markets “Disclosure & News Service.” Those questions concern, among other things, the valuation of recent corporate acquisitions and projections concerning future revenues. In addition, we have concerns about third-party promotional materials to which the company has been subject since at least November 2016. Platinum is a Nevada corporation and has its principal place of business in Memphis, Tennessee. As of February 15, 2017, Platinum’s common stock is quoted on OTC Link, operated by OTC Markets Group Inc., under the ticker symbol PPMH.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed company.

THEREFORE, IT IS ORDERED, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the securities of the above-listed company is suspended for the period from 9:30 a.m. EST, on February 16, 2017, through 11:59 p.m. EST, on March 2, 2017.

By the Commission.

Brent J. Fields
Secretary

(Emphasis added).

32. On March 3, 2017, trading of Platinum shares resumed and the price of Platinum shares fell dramatically, damaging investors.

33. As a result of Defendants' wrongful acts and omissions, and the precipitous decline in the market value of the Company's securities, Plaintiff and other Class members have suffered significant losses and damages.

PLAINTIFF'S CLASS ACTION ALLEGATIONS

34. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a class consisting of all those who purchased or otherwise acquired Platinum securities publicly traded on the OTC Marketplaces during the Class Period (the "Class") and were damaged upon the revelation of the alleged corrective disclosure. Excluded from the Class are Defendants herein, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which Defendants have or had a controlling interest.

35. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, Platinum securities were actively traded on the OTC Marketplaces. While the exact number of Class members is unknown to Plaintiff at this time and

can be ascertained only through appropriate discovery, Plaintiff believes that there are hundreds or thousands of members in the proposed Class. Record owners and other members of the Class may be identified from records maintained by the Company or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

36. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by Defendants' wrongful conduct in violation of federal law that is complained of herein.

37. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation. Plaintiff has no interests antagonistic to or in conflict with those of the Class.

38. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

- whether the federal securities laws were violated by Defendants' acts as alleged herein;
- whether statements made by Defendants to the investing public during the Class Period misrepresented material facts about the financial condition, business, operations, and management of the Company;
- whether Defendants' public statements to the investing public during the Class Period omitted material facts necessary to make the statements made, in light of the circumstances under which they were made, not misleading;

- whether the Individual Defendant caused the Company to issue false and misleading SEC filings and public statements during the Class Period;
- whether the private placement memorandum was materially misleading;
- whether Defendants acted knowingly or recklessly in issuing false and misleading SEC filings and public statements during the Class Period;
- whether the prices of Platinum securities during the Class Period were artificially inflated because of the Defendants' conduct complained of herein; and
- whether the members of the Class have sustained damages and, if so, what is the proper measure of damages.

39. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

40. Plaintiff will rely, in part, upon the presumption of reliance established by the fraud-on-the-market doctrine in that:

- Defendants made public misrepresentations or failed to disclose material facts during the Class Period;
- the omissions and misrepresentations were material;
- Platinum securities are traded in efficient markets;
- the Company's securities were liquid and traded with moderate to heavy volume during the Class Period;

- the Company traded on the OTC Marketplaces, and was covered by multiple analysts;
- the misrepresentations and omissions alleged would tend to induce a reasonable investor to misjudge the value of the Company's securities; and
- Plaintiff and members of the Class purchased and/or sold Platinum securities between the time the Defendants failed to disclose or misrepresented material facts and the time the true facts were disclosed, without knowledge of the omitted or misrepresented facts.

41. Based upon the foregoing, Plaintiff and the members of the Class are entitled to a presumption of reliance upon the integrity of the market.

42. Alternatively, Plaintiff and the members of the Class are entitled to the presumption of reliance established by the Supreme Court in *Affiliated Ute Citizens of the State of Utah v. United States*, 406 U.S. 128, 92 S. Ct. 2430 (1972), as Defendants omitted material information in their Class Period statements in violation of a duty to disclose such information, as detailed above.

COUNT I

Violation of Section 10(b) of The Exchange Act and Rule 10b-5 Against All Defendants

43. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

44. This Count is asserted against the Company and the Individual Defendant and is based upon Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder by the SEC.

45. During the Class Period and/or the Private Placement, the Company and the Individual Defendant, individually and in concert, directly or indirectly, disseminated or approved the false statements specified above, which they knew or deliberately disregarded were misleading in that they contained misrepresentations and failed to disclose material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

46. The Company and the Individual Defendant violated §10(b) of the 1934 Act and Rule 10b-5 in that they:

- employed devices, schemes and artifices to defraud;
- made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- engaged in acts, practices and a course of business that operated as a fraud or deceit upon plaintiff and others similarly situated in connection with their purchases of Platinum securities during the Class Period and/or pursuant and/or traceable to the Private Placement.

47. The Company and the Individual Defendant acted with scienter in that they knew that the public documents and statements issued or disseminated in the name of the Company were materially false and misleading; knew that such statements or documents would be issued or disseminated to the investing public; and knowingly and substantially participated, or acquiesced in the issuance or dissemination of such statements or documents as primary violations of the securities laws. These defendants by virtue of their receipt of information reflecting the true facts of the Company, their control over, and/or receipt and/or modification of

the Company's allegedly materially misleading statements, and/or their associations with the Company which made them privy to confidential proprietary information concerning the Company, participated in the fraudulent scheme alleged herein.

48. Individual Defendant, who is the senior officer and/or director of the Company, had actual knowledge of the material omissions and/or the falsity of the material statements set forth above, and intended to deceive Plaintiff and the other members of the Class, or, in the alternative, acted with reckless disregard for the truth when they failed to ascertain and disclose the true facts in the statements made by them or other personnel of the Company to members of the investing public, including Plaintiff and the Class.

49. As a result of the foregoing, the market price of Platinum securities was artificially inflated during the Class Period. In ignorance of the falsity of the Company's and the Individual Defendant's statements, Plaintiff and the other members of the Class relied on the statements described above and/or the integrity of the market price of Platinum securities during the Class Period in purchasing Platinum securities at prices that were artificially inflated as a result of the Company's and the Individual Defendant's false and misleading statements.

50. Had Plaintiff and the other members of the Class been aware that the market price of Platinum securities had been artificially and falsely inflated by the Company's and the Individual Defendant's misleading statements and by the material adverse information which the Company and the Individual Defendant did not disclose, they would not have purchased Platinum securities at the artificially inflated prices that they did, or at all.

51. As a result of the wrongful conduct alleged herein, Plaintiff and other members of the Class have suffered damages in an amount to be established at trial.

52. By reason of the foregoing, the Company and the Individual Defendant have violated Section 10(b) of the 1934 Act and Rule 10b-5 promulgated thereunder and are liable to the Plaintiff and the other members of the Class for substantial damages which they suffered in connection with their purchases of Platinum securities during the Class Period and/or pursuant and/or traceable to the Private Placement.

COUNT II

Violation of Section 20(a) of The Exchange Act Against The Individual Defendant

53. Plaintiff repeats and realleges each and every allegation contained in the foregoing paragraphs as if fully set forth herein.

54. During the Class Period, the Individual Defendant participated in the operation and management of the Company, and conducted and participated, directly and indirectly, in the conduct of the Company's business affairs. Because of his senior positions, he knew the adverse non-public information regarding the Company's business practices.

55. As officer and/or director of a publicly owned company, the Individual Defendant had a duty to disseminate accurate and truthful information with respect to the Company's financial condition and results of operations, and to correct promptly any public statements issued by the Company which had become materially false or misleading.

56. Because of his positions of control and authority as senior officer, the Individual Defendant was able to, and did, control the contents of the various reports, press releases and public filings which the Company disseminated in the marketplace during the Class Period as well as the private placement memorandum. Throughout the Class Period, the Individual Defendant exercised his power and authority to cause the Company to engage in the wrongful acts complained of herein. The Individual Defendant therefore, was a "controlling person" of the

Company within the meaning of Section 20(a) of the Exchange Act. In this capacity, he participated in the unlawful conduct alleged which artificially inflated the market price of Platinum securities.

57. The Individual Defendant, therefore, acted as a controlling person of the Company. By reason of his senior management positions and/or being director of the Company, the Individual Defendant had the power to direct the actions of, and exercised the same to cause, the Company to engage in the unlawful acts and conduct complained of herein. The Individual Defendant exercised control over the general operations of the Company and possessed the power to control the specific activities which comprise the primary violations about which Plaintiff and the other members of the Class complain.

58. By reason of the above conduct, the Individual Defendant is liable pursuant to Section 20(a) of the Exchange Act for the violations committed by the Company.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff demands judgment against Defendants as follows:

A. Determining that the instant action may be maintained as a class action under Rule 23 of the Federal Rules of Civil Procedure, and certifying Plaintiff as the Class representative;

B. Requiring Defendants to pay damages sustained by Plaintiff and the Class by reason of the acts and transactions alleged herein;

C. Awarding Plaintiff and the other members of the Class prejudgment and post-judgment interest, as well as their reasonable attorneys' fees, expert fees and other costs; and

D. Awarding such other and further relief as this Court may deem just and proper.

DEMAND FOR TRIAL BY JURY

Plaintiff hereby demands a trial by jury.

Dated: March 3, 2017

Respectfully submitted,

THE ROSEN LAW FIRM, P.A.

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